EXHIBIT I

DAVID Y. WONG

ATTORNEY AT LAW

320 Montford Ave. Milt Valley, California 94941 Tel: (415) 339-8810 Fax. (415) 388-5582

July 3, 2004

Via Certified Mail Paul Montwillo 3638 22nd Street San Francisco, CA 94114

William Tull 4153 24th Street, Suite 1 San Francisco, CA 94114

Re:

Arsenic & Apple Pie, LLC

Dear Mr. Montwillow and Mr. Tull:

As I have previously advised, Arsenic & Apple Pie, LLC, is now in the process of winding up its operations in anticipation of dissolution. To date, I have not received from either of you any additional claims of loans to the Company, nor am I aware of any documentation regarding the existence of same. Hence, I must presume that both of you agree with the financial statements contained in my letter of June 25, 2004, and consent to the liquidation of the Company's assets in accordance with the financial information contained therein.

As reflected in the most recent Balance Sheet of May 31, 2004, there is currently a total of \$35,763.57 in tangible assets held by the Company: \$3,824.03 in Cash, \$155.42 in Accounts Receivable, a \$2,500 Note (offset by a note in favor of Injeanious) and \$31,995.57 in unsold inventory.

In addition to the above tangible assets, the Company also owns the intellectual property rights to three (3) models of dolls which have already produced, commonly referred to as: Trailer Trash Doll; Drag Queen Doll Blonde; Drag Queen Doll Red Head; and two(2) models of dolls which are in the developmental stages: Talking Pregnant Trailer Trash Doll and Male Mullet Trailer Trash Doll. I understand that the prototypes of these last two dolls may be in the possession of Mr. Montwillo, and would ask that they be turned over to the Company immediately. It is also the legal holder of the Arsenic & Apple Pie tradename. The fair market value of these intangible property rights is unknown.

In contrast, the Company has current liabilities of \$88,283.56, consisting of \$15,039 in accounts payable, \$27.21 in unpaid Sales Tax, and two outstanding loans made to the Company by Mr. Tull in the amount of \$9,834.05 and \$63,382.55 (Total: \$73,216.60).

July 3, 2004 Paul Montwillo William Tull

Page 2 of 3

In accordance with the priority schedule set forth in Section 9.2 of the Operating Agreement, the remaining assets of the Company must be distributed in accordance to a priority schedule. First priority are the outstanding debts and liabilities to third parties. Since the Company's net cash, accounts receivable and note (\$3,768) is insufficient to satisfy the accounts payable and unpaid sales tax (\$15,066.96), the deficit (\$11,297.96) must be satisfied out of inventory.

According to the Balance Sheet, the fair market value of the inventory is\$31,995.57, of which \$11,297.96 is earmarked for payment of outstanding debts. Typically, such shortfalls are addressed by liquidating the inventory on the open market or thru an auction. However, in this instance, I understand that Mr. Tull is interested in taking over the inventory and has offered to assume the Company's liabilities. Unless Mr. Montwillo objects, it would appear reasonable to allow Mr. Tull to take possession of \$11,297.96 in inventory in exchange for his promise to assume all of the liabilities of the Company.

The Operating Agreement next provides that the assets of the Company will be used to repay any valid loans made to the Company by members. Since the only loans which have been identified and satisfactorily documented are the two loans identified in the Balance Sheet totaling \$\$73,216.60, it would seem logical that Mr. Tull receive the remaining inventory with a fair market value of \$20,697.61 in partial satisfaction of his outstanding loans to the Company.

After crediting the value of the Company's inventory to Mr. Tull, the remaining balance of his loans to the Company is \$52,518.99. While the only other assets are the intellectual rights to the dolls and the Company's tradename, it is also true that their fair market value is unknown. I thus would propose that the intellectual property rights to the dolls, both the models produced and those being developed, and the Arsenic & Apple Pie tradename be valued at a minimum of \$52,518.99, and that they be transferred to Mr. Tull in full satisfaction of his loans to the Company.

The alternative would be that the intellectual property rights to the dolls, the Arsenic & Apple Pie tradename, and possibly the inventory be auctioned off to the highest bidder. As per the above, Mr. Tull's exchange establishes a starting bid in the amount of \$84,514.56 for these assets. If Mr. Montwillo wishes to outbid Mr. Tull for these assets, or if either of you believe that someone else may be interested in purchasing these assets, you must identify and produce a ready, willing and able buyer to the Undersigned no later than 5 business days from today's date. Bidding on the Company's inventory and intangible assets will start at \$84,514.56 and may increase depending on the level of interest generated. Any successful bid must be completed within 5 business days of the close of the auction.

July 3, 2004 Paul Montwillo William Tull

Page 3 of 3

If, after the due date for submission of bids expires, no qualified bids have been received, then the Company will have no choice but to find that the inventory and the intangible property rights specified above will become the sole property of Mr. Tul I in exchange for his outstanding loan obligations. Unless any further assets are discovered to exist, there will be nothing left to distribute to the Company's members.

If either of you have any questions or concerns not addressed above, please do not hesitate to contact the undersigned.

Very truly yours,

David Y. Wong

EXHIBIT J

July 8, 2004



David Wong Attorney at Law 320 Montford Ave. Mill Valley, CA 94941

Re: Arsenic & Apple Pie, LLC

Dear Mr Wong:

In response to your letter dated June 25th, 2004. Please be advised that I am in the process of exploring my rights, which I fully intend to assert and defend.

Sincerely,

Paul J. Montwillo Managing Partner

Arsenic & Apple Pie, LLC

EXHIBIT K

July 13, 2003



David Wong Attorney at Law 320 Montford Ave. Mill Valley, CA 94941

Re: Arsenic & Apple Pie, LLC

Dear Mr Wong:

Pursuant to Section 9.1 of the operating agreement I do not concede to dissolution of the company at this time.

Please send me detailed copies of all the books from Arsenic & Apple Pie, also any and all contracts, sales documents, and product orders the company has participated or intends to participate in.

I hold the copyrights to all my designs, not the company of the company or Mr. Tull would be interested, I would be willing to give exclusive license of my designs (Trailer Trash Doll, Blonde Drag Queen, Red Head Drag Queen, Talking Pregnant Trailer Trash Doll, and Male Mullet Trailer Trash Doll) for \$10,000 each, provided payment of \$50,000 is made within ten business days.

Pursuant of Section 2.4 of the operating agreement, I expect you to act in the best interest of the company. Putting Mr. Tull's well being ahead of the well being of the company would surely be considered a conflict of interest.

Sincerely

Paul J. Montwillo Managing Partner

Arsenic & Apple Pie, LLC

EXHIBIT L

DAVID Y. WONG

ATTORNEY AT LAW

320 Montford Ave. Mill Valley, California 94941 Tel: (415) 339-8810 Fax: (415) 388-5582

July 16, 2004

Via Certified Mail Paul Montwillo 3638 22nd Street San Francisco, CA 94114

William Tull 4153 24th Street, Suite 1 San Francisco, CA 94114

Arsenic & Apple Pie, LLC Re:

Dear Mr. Montwillow and Mr. Tull:

In my letters of June 23 and July 3, 2004, receipt of which were confirmed by each of you, Arsenic & Apple Pie, LLC has elected to liquidate and wind up its affairs. Based on the bankruptcy of Managing Member Paul Montwillo, and confirmed by company resolution, Arsenic & ApplePie, LLC, has dissolved and terminated operations effective June 20, 2004. As part of the process of winding up its affairs, 1, on behalf of the Company, have requested that each of you provide information and documentation of any additional assets or financial obligations not reflected or contrary to the financial statements dated May 30, 2004.

Receiving no response to my request, I then proposed a plan of distribution that would satisfy the obligations of the Company, but result in no remaining assets to distribute to its members based on their respective membership interest in the Company. As an alternative, I requested that you identify any third party interested in purchasing the inventory and intellectual property rights to the Company's dolls, goodwill and tradename, advising Mr. Montwillo that he also may submit a bid. In the absence of any bids from Mr. Montwillo or a third party, I proposed that the assets of the Company be given to Mr. Tull in satisfaction of his outstanding loans.

As of this letter, more than 5 days have elapsed since your receipt of my July 3rd letter. More significantly, while I have received a brief letter from Mr. Montwillo indicating that he intends to protect his rights, I have failed to receive any objection to the plan of distribution, nor any indication that Mr. Montwillo or a third party is interested in submitting a bid for the assets of the Company. Since my letter demanded that each of you respond within 5 days, and only response specifically directed to the plan was from Mr. Tull endorsing it, I have no choice but to recommend that the Company to proceed with the distribution plan as detailed in my letter.

July 16, 2004 Paul Montwillo William Tull

Page 2 of 2

If either of you have any questions or concerns not addressed above, please do not hesitate to contact the undersigned.

Very truly yours,

David Y. Wong

EXHIBIT M

DAVID Y. WONG

ATTORNEY AT LAW

320 Montford Ave. Mill Valley, California 94941 Tel: (415) 339-8810 Fax: (415) 388-5582

July 20, 2004

Paul Montwillo 3638 22nd Street San Francisco, CA 94114

Re: Arsenic & Apple Pie, LLC

Dear Mr. Montwillow:

I have received and thank you for your registered letter of July 13, 2004.

In response to same, I must advise that as the Managing Member whose bankruptcy triggered the dissolution, neither Section 9.1, nor any other provision of the Operating Agreement, provides you with grounds upon which to object to the dissolution of the Company. If you are able to identify a provision within the Operating Agreement which I have overlooked, please advise.

As to your request to review the books and records of Arsenic & Apple Pie, LLC, I have forwarded your letter to Mr. Tull, the liquidating member.

Regarding the proprietary rights to the doll designs, the Company respectfully disagrees with your claim of ownership. The position of the Company is that it alone financed the development of each of the designs and, therefore, claims sole ownership.

Finally, as Counsel for the Company, I must demand that you cease and desist using the Arsenic & Apple Pie, LLC, name and logo, which are the exclusive property of the Company. Should you refuse to do so, an injunction action will be brought against you by Arsenic & Apple Pie or its liquidating member.

Very truly yours,

David Y. Wong

cc: William Tull, Jr.

EXHIBIT N

FROM : WHICLE

FAX NO. : 415 551 7942

Oct. 11 2004 11:04AM P6

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Register of Copyrights, United States of America

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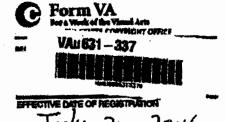
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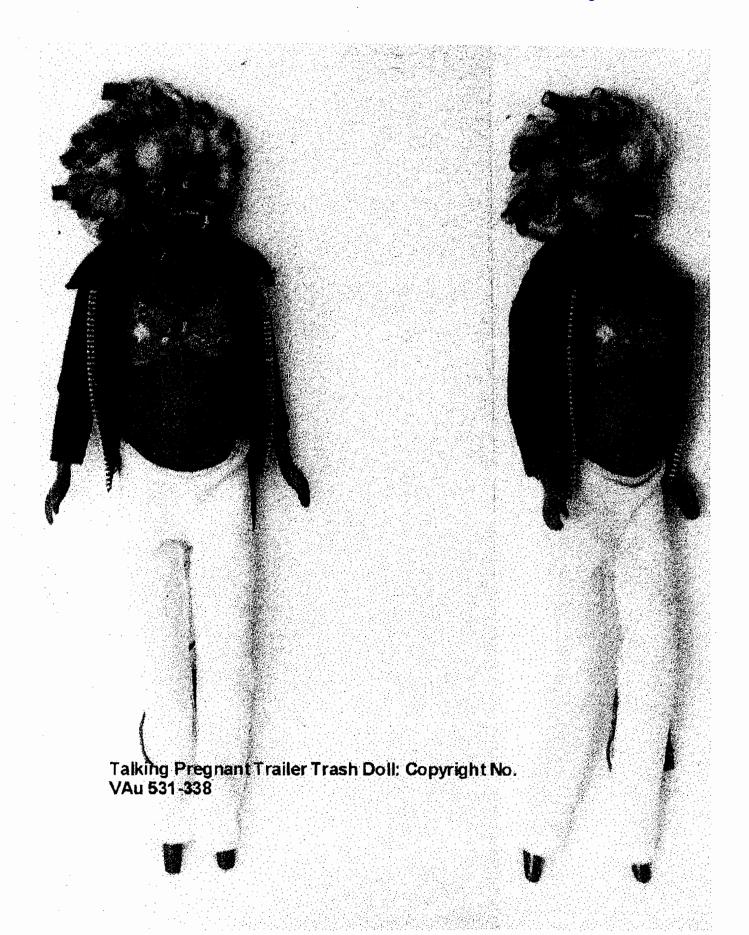


EXHIBIT O

FROM : WHICLE

FAX NO.: 415 551 7942

Oct. 11 2004 11:01AM P2

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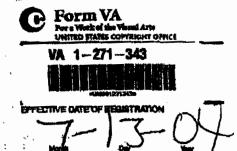
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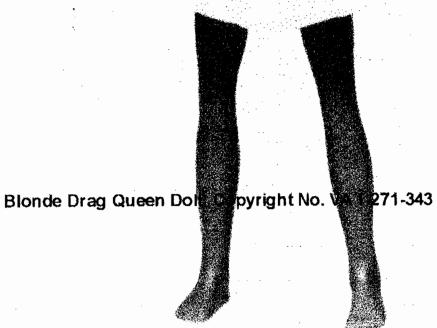
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Register of Copyrights, United States of America



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FROM : WNCLE

FAX NO. : 415 551 7942

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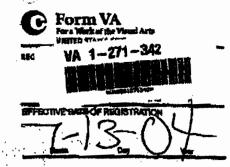
Page 24 of 28

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Mary beth Feters



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Trailer Trash Doll; Copyright No. 1-271-342

EXHIBIT P

BAY CAPITAL LEGAL P.C THE HOBART BUILDING, SUITE 807 582 MARKET STREET SAN FRANCISCO, CALIFORNIA 94104 (415) 445-2570 (TEL.) (415) 462-5737 (FAX)

CONFIDENTIAL - FOR SETTLEMENT PURPOSES ONLY

September 22, 2004

David Wong Attorney at Law 320 Montford Avenue Mill Valley, CA 94941

Re: Montwillo v. William Tull

Dear Mr. Wong:

I represent Mr. Montwillo with regards to his rights in the company Arsenic & Apple Pie, LLC ("The Company"). In response to your previous correspondence, Mr. Montwillo responds as follows:

- 1. Mr. Tull does not have the authority to dissolve The Company because he never effectively bought Mr. Montwillo's membership interest;
- 2. Mr. Tull's and/or The Company's assertions that Mr. Montwillo forfeited his rights by declaring bankruptcy are null and void according to Federal Law;
- 3. The dissolution is wrongful and is causing damages to Mr. Tull and to The Company;
- 4. Mr. Tull has taken, or is the process of taking² a corporate opportunity and is attempting to sell intellectual property that belongs to Mr. Montwillo to a third party;
- 5. Mr. Montwillo has been improperly denied access to The Company's records; and
- 6. Mr. Tull is infringing Mr. Montwillo's valid copyright which was established prior to the formation of the company.

Based on Mr. Montwillo's calculations, he has been damaged in the following amounts:

Corporate Opportunity	$$35,000 (1/2 \text{ of the total } $70,000)^3$
Copyright	\$50,000

¹ There is an inherent confusion of whether Mr. Tull's personal agenda is being pursued and/or whether it is The Company's interest that is being pursued with regards to this issue.

²It is Mr. Montwillo's position that this dissolution is a sham and is being pursued so that Mr. Tull may steal Mr. Montwillo's and/or The Company's protected assets.

³ This amount is based on Mr. Tull's representations, Mr. Montwillo would need to see the actual documents before agreeing to this amount.

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Misappropriated Profits	\$40,000
Interest (10% per annum)	\$12,500
Total	\$137,500.00

Therefore, based on the foregoing, Mr. Montwillo demands that:

- 1. Mr. Tull pays Mr. Montwillo \$137,500.00.
- 2. The Company cease and desist from all dissolution proceedings;
- 3. Mr. Tull cease and desist from all activity which may be considered to be taking a corporate opportunity;
- 4. Mr. Montwillo be allowed access to The Company's records;
- 5. Mr. Tull cease and desist all infringing activities

Additionally, please clarify to us who you are representing.

My client would like to resolve this issue in a fair and expeditious manner. Please contact me immediately at (415) 445-2570 to discuss resolution to this matter.

Very truly yours,

Curtis E. Smolar, Esq. BAY CAPITAL LEGAL P.C.

Cc: Mr. Montwillo Robert Preskill